

VALUATION REPORT
on
Fair Value of Equity Shares

Relevant Date - 28th May 2025

Report Date – 30th May 2025

M.V.K. Agro Food Product Limited

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Valuation Analysis

We refer to our Engagement Letter as independent valuers of **M.V.K. Agro Food Product Limited** (the “Company”). In the following paragraphs, we have summarized our valuation Analysis (the “Analysis”) of the business of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that (i) M.V.K. Agro Food Product Limited intend to acquire entire shareholding of Dr Shankarrao Chavan Jaggery And Agro Product Private Limited & V.P.K. Agro Food Product Private Limited from its existing shareholders through swap of shares and (ii) issuing further securities to prospective investors under **the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**.

2 Conditions and major assumptions

Conditions

The historical financial information about the Company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed or compiled the financial statements and express no assurance on them.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to require to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Assumptions

The opinion of value given in this report is based on information provided by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession and any other assets or liabilities except as specifically stated to the contrary in this report.

We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company.

We have been informed by the management that there are no significant lawsuits or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3 Background of the Company

MVK Agro Food Product Ltd is an integrated sugar and other allied products manufacturing company

Company URL: - <https://mvmagrofood.com/>

Further data of the company is as under:

CIN	L15316MH2018PLC304795
Company Name	M.V.K. AGRO FOOD PRODUCT LIMITED
ROC Name	ROC Mumbai
Registration Number	304795
Date of Incorporation	02/02/2018
Email Id	navinkabra.ca@gmail.com
Registered Address	GUT NO. 44 AND 46, KUSUMNAGAR, AT POST WAGHALWADA, Umari, Nanded, Umari, Maharashtra, India, 431807
Address at which the books of account are to be maintained	-
Listed in Stock Exchange(s) (Y/N)	Yes
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
ACTIVE compliance	-
Authorised Capital (Rs)	22,00,00,000
Paid up Capital (Rs)	15,49,00,000
Date of last AGM	28/09/2024
Date of Balance Sheet	31/03/2024
Company Status	Active

Directors and Key Managerial Persons:

DIN/PAN	Name	Designation	Date of Appointment
06519464	Sagarbai Marotrao Kawale	Director	02/02/2018
06421662	Marotrao Vyankatrao Kawale	Managing Director	02/02/2018
06421666	Ganeshrao Vyankatrao Kawale	Director	02/02/2018
06421668	Kishanrao Vyankatrao Kawale	Director	02/02/2018
10192492	Shubham Govindprasad Jakhotiya	Director	20/12/2023
10192519	Brijesh Jaynarayan Didvaniya	Director	20/12/2023
10431270	Inayat Khan Azmat Khan	Director	20/12/2023
*****2096P	Swapna Bansode Rajaram	Company Secretary	19/12/2023
*****9288H	Sandip Marotrao Kawale	CFO	19/12/2023

Equity Shareholding pattern as on the date of report:

Particulars	No. of Shares	% Holding
Promoter & Promoter Group		
Marotrao Vyankatrao Kawale	83,88,000	54.15%
Ganeshrao Vyankatrao Kawale	4,02,000	2.60%
Kishanrao Vyankatrao Kawale	4,02,000	2.60%

Sagarbai Marotrao Kawale	2,000	0.01%
Sandip Marotrao Kawale	4,02,000	2.60%
Parmeshwar Kishanrao Kawale	4,02,000	2.60%
Puja Marotrao Kawale	2,000	0.01%
Public	54,90,000	35.44%
Total	1,54,90,000	100.00%

Face Value Per Share is Rs. 10.00/-

4 Valuation Premise

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5 Valuation Date

The Analysis of the Fair Value of Equity share of **M.V.K. Agro Food Product Limited** as on **28th May 2025** based on the financials as on **30th September 2024**.

6 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

7 Valuation Methodology and Approach

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being In possession of the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange
- industry to which the Company belongs.
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable Company information is available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

1. Asset Approach

Net Asset Value Method ("NAV")

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

2. Market Approach**Comparable Company Market Multiple Method**

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early-stage company and different business model the problem aggravates further.

Market Price Method

Under this method, the market price of an equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company. Regulation 164(1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 prescribes the method for calculating pricing of frequently traded shares. If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

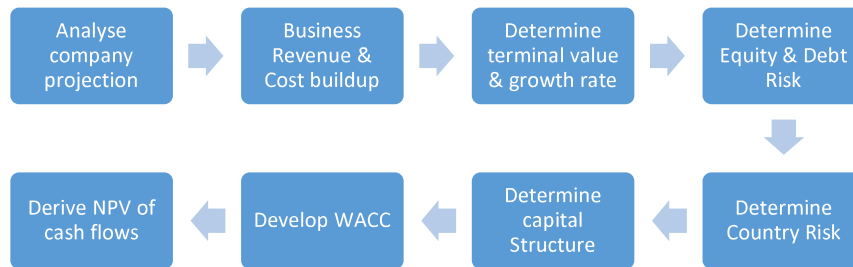
3. Income Approach**Discounted Cash Flows - "DCF"**

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows



Profit Earning Capacity Value (PECV) Method

This method of valuation presumes the continuity of business and uses the past and projected earnings to arrive at an estimate of future maintainable profits. For the purpose of the Profit Earning Capacity Value (PECV) of the shares, the commonly accepted approach is to capitalize average earnings, past and projected at an appropriate rate of capitalization, to arrive at a fair value per share. In the calculation of PECV, provision for taxation at the current statutory rate is normally considered because the crux of estimate the PECV lies in the assessment of the future maintainable profits of the business. It should not be overlooked that the valuation is for the future and that it is the future maintainable streams of earnings that is of greater significance in the process of valuation.

Valuation Methodology

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

In this case, the Company being a listed Company, we have considered valuation regulations applicable to preferential issue of Equity Shares as defined in Securities and Exchange Board of India (Issue of Capital & Disclosure) Regulations, 2018, the requirements of the Articles of Association of the Company and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended).

SEBI Regulations for requirement of Valuation:

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED

The relevant Regulations under SEBI (ICDR) are reproduced as under:

Regulation 164(1) - Pricing of frequently traded shares

If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or*
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.*

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

....

Regulation 166A (1): Other conditions for pricing

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

Regulation 161: "relevant date" means: a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend, or the holiday will be reckoned to be the relevant date.

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

8 Source of Information

The Analysis is based on trading prices and volumes as available in the public domain. Specifically, the sources of information include:

- Historical Data of Trading Price and Volume traded of the stock on National Stock Exchange

Further, we have also been informed by the Company that,

1. The Equity Shares of the Company are listed on the National Stock Exchange.

2. The Equity Shares are frequently traded on the National Stock Exchange and meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. The Company is proposing to hold Extra-ordinary General Meeting of Members on 27th June 2025 to approve the proposed preferential issue and hence, the relevant date is 28th May 2025.
4. The present issue of Equity Shares shall not result in change in control of the Company.

9 Caveats

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

We have relied on data from Recognized Stock Exchange. This source is considered to be reliable and therefore, we assume no liability for the accuracy of the data.

The valuation worksheets prepared for the exercise are proprietary to the Valuer and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

Our Valuation analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

Our Report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues.

Our Report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact.

10 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **M.V.K. Agro Food Product Limited**. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the valuer. Such consent

will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared according to the terms of SEBI ICDR Regulation, 2018.

11 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares as on 28th May 2025 is as under:

Method	in INR
Price determined from the independent registered valuer	88.79

Method	Value per share	Weight	Product
Asset Approach – NAV Method	52.80	0%	0.00
Market Approach - Market Price	88.79	100%	88.79
Income Approach – PECV Method	18.80	0%	0.00
Weighted Average Value per share			88.79

Approach	Method	Selection	Rationale for selection
Asset Approach	NAV Method	-	Net Asset Method under Asset approach shall not capture the future cashflow of the company. It serves as a valuation floor since most companies have a greater value as a going concern than they would if they were liquidated. Considering this, no weightage is considered for asset approach for current valuation exercise.
Income Approach	PECV Method	-	The Price per share as per the PECV method is lower than value per share as per NAV and market price method. Considering this, no weightage is considered for the income approach for current valuation exercise.
Market Approach	Market Price	Selected	As the company is frequently traded on the NSE (National Stock Exchange), the Market Price is calculated as per Regulation 164 of SEBI, ICDR. Considering this, 100% weightage is considered for Market Approach for current valuation exercise.

Control Premium

The present issue of Equity Shares shall not result in change in control of the Company. Hence guidance on control premium is not considered under Regulation 166A.

We trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully




Bhavesh M Rathod
Chartered Accountants
M No: 119158
Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2019/10708)
Date: 30th May 2025
Place: Mumbai

UDIN: **25119158BMGYON6018**

12 Annexure 1

National Stock Exchange (NSE)

As per Regulation 164 SEBI, ICDR

Method	in INR	
90 trading days' volume weighted average price (*)	A	51.94
10 trading days' volume weighted average price (*)	B	88.79
Higher of A & B	C	88.79

Volume Weighted Average Price for 90 trading Days.

Date	No. of Shares Traded	Total Turnover (Rs.)
27-May-25	4,800	4,63,200
26-May-25	13,200	12,49,380
23-May-25	19,200	17,81,760
22-May-25	8,400	7,64,400
21-May-25	13,200	11,78,100
20-May-25	9,600	8,40,000
19-May-25	10,800	9,26,640
16-May-25	9,600	8,07,840
15-May-25	3,600	2,97,000
14-May-25	13,200	10,67,880
13-May-25	2,400	1,90,440
12-May-25	10,800	8,40,240
09-May-25	1,57,200	1,19,70,960
08-May-25	25,200	18,86,220
07-May-25	1,60,800	1,18,02,720
06-May-25	55,200	39,74,400
05-May-25	43,200	29,63,520
02-May-25	1,28,400	83,90,940
30-Apr-25	1,17,600	72,64,920
29-Apr-25	1,03,200	61,03,380
28-Apr-25	40,800	23,34,060
25-Apr-25	25,200	14,16,660
24-Apr-25	86,400	49,91,220
23-Apr-25	68,400	39,60,540
22-Apr-25	51,600	28,65,180
21-Apr-25	52,800	27,82,320
17-Apr-25	28,800	14,48,940
16-Apr-25	16,800	8,21,580
15-Apr-25	27,600	13,51,320
11-Apr-25	24,000	11,30,820
09-Apr-25	6,000	2,73,480

08-Apr-25	8,400	3,91,680
07-Apr-25	20,400	9,37,500
04-Apr-25	20,400	9,94,860
03-Apr-25	13,200	6,66,300
02-Apr-25	12,000	6,03,660
01-Apr-25	16,800	8,00,280
28-Mar-25	30,000	13,90,980
27-Mar-25	38,400	18,29,820
26-Mar-25	49,200	23,73,720
25-Mar-25	39,600	19,02,600
24-Mar-25	27,600	13,43,040
21-Mar-25	46,800	23,08,320
20-Mar-25	48,000	23,63,520
19-Mar-25	50,400	24,56,400
18-Mar-25	15,600	7,12,860
17-Mar-25	43,200	20,00,460
13-Mar-25	98,400	49,64,640
12-Mar-25	67,200	34,19,520
11-Mar-25	55,200	27,62,040
10-Mar-25	91,200	47,32,680
07-Mar-25	72,000	37,50,720
06-Mar-25	1,02,000	52,75,800
05-Mar-25	4,23,600	2,19,07,920
04-Mar-25	1,77,600	79,45,740
03-Mar-25	54,000	21,11,940
28-Feb-25	80,400	31,71,060
27-Feb-25	85,200	32,98,920
25-Feb-25	33,600	12,06,720
24-Feb-25	57,600	20,05,620
21-Feb-25	9,600	3,18,900
20-Feb-25	21,600	7,18,140
19-Feb-25	18,000	5,86,860
18-Feb-25	15,600	5,12,640
17-Feb-25	48,000	16,06,800
14-Feb-25	18,000	6,22,620
13-Feb-25	32,400	11,55,300
12-Feb-25	57,600	20,01,420
11-Feb-25	15,600	5,76,540
10-Feb-25	40,800	15,79,380
07-Feb-25	9,600	3,66,900
06-Feb-25	18,000	7,01,940
05-Feb-25	55,200	21,50,820
04-Feb-25	15,600	5,69,280
03-Feb-25	3,600	1,29,300
01-Feb-25	6,000	2,22,840
31-Jan-25	27,600	10,06,260

30-Jan-25	42,000	15,11,700
29-Jan-25	16,800	6,21,180
28-Jan-25	24,000	8,63,340
27-Jan-25	12,000	4,39,080
24-Jan-25	25,200	9,48,120
23-Jan-25	7,200	2,61,000
22-Jan-25	34,800	12,55,740
21-Jan-25	10,800	4,05,720
20-Jan-25	8,400	3,16,380
17-Jan-25	7,200	2,70,540
16-Jan-25	21,600	8,04,180
15-Jan-25	38,400	14,55,540
14-Jan-25	27,600	10,66,980
Total	39,04,800	20,28,14,820

Traded Turnover	20,28,14,820
No. of Share Traded	39,04,800
Volume Weighted Average Price for 90 Trading Days	51.94

Volume Weighted Average Price for 10 trading Days.

Date	No. of Trades	Total Turnover (Rs.)
27-May-25	4,800	4,63,200
26-May-25	13,200	12,49,380
23-May-25	19,200	17,81,760
22-May-25	8,400	7,64,400
21-May-25	13,200	11,78,100
20-May-25	9,600	8,40,000
19-May-25	10,800	9,26,640
16-May-25	9,600	8,07,840
15-May-25	3,600	2,97,000
14-May-25	13,200	10,67,880
Total	1,05,600	93,76,200

Traded Turnover	93,76,200
Total No. of Shares Traded	1,05,600
Volume Weighted Average Price for 10 Trading Days	88.79

13 Annexure 2

NAV Method as on 30th September 2024

(INR Lakhs)

Particulars	Amount	
Assets		
Non-current assets		
Fixed Assets		
-Tangible Assets		7,070.31
Long-term loans and advances		184.66
Non-Current Investment		851.92
Current assets		
Inventories		6,497.09
Trade receivables		235.11
Cash and bank balances		5,766.01
Short-term loans and advances		4,905.63
Other Current Assets		306.11
Total Assets	A	25,816.84
Liabilities		
Non-Current Liabilities		
Long Term Borrowings		7,240.78
Long Term Provision		21.14
Deferred Tax Liabilities (Net)		143.64
Current liabilities		
Short Term Borrowings		7,330.91
Trade payables		1,528.71
Other current liabilities		1,103.40
Short-term provisions		269.67
Total Liabilities	B	17,638.25
Net-Worth	(A - B)	8,178.59
No. of Equity Shares	C	1,54,90,000
Value Per Share (In INR)	(A - B) / C	52.80

Profit Earning Capitalization Value Method (PECV Method)

(INR Lakhs)

Particulars		FY22	FY23	FY24	
Profit Before Tax		390.52	491.30	869.39	
Average Profit Before Tax					583.74
Less: Tax (*)	25.17%				146.91
Average Profit After Tax					436.82
Capitalization	15.00%				2,912.15
No. of Equity Shares					1,54,90,000
Value per share (Rs.)					18.80

Capitalization Rate

Organisation Specific Discount Rate

- Cost of Equity of 15.00% is taken as Capitalization rate, calculated using,
 - Historical Market Return of BSE 500 from February 01, 1999, to May 28, 2025, is 14.55%

	Rate	Source
Market Return (Rm)	14.55%	Return of BSE 500 for the period of Feb 01, 1999, to May 28, 2025.

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